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Account Name : EMPIRE CORPORATE KIT COMPANY
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

CPS GROUP, INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION OF

CPS GROUP, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms the corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be,

CPS GROUP, INC.

The principal place of business of this corporation shall be:

2980 S.W. 117 AVENUE
FORT LAUDERDALE, FLORIDA 33330

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ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding in any one time is 100 shares of common stock having \$1.00 per value per share, all of one class.

Prepared by:
Magda Montiel Davis, P.A.
2650 S.W. 27 Avenue, Ste. 304
Miami, Florida 33133
Attorney State License # 236901
(305) 446-1151

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H000 00035 890**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be 2980 S.W. 117 AVENUE, FORT LAUDERDALE, FLORIDA 33330 and the name of the initial registered agent of the corporation at that address is: J.K. WATSON.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his/her pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. INCORPORATOR

The name and street address of the Incorporator of this corporation is: C.R. BANTA 2980 S.W. 117 AVENUE, FORT LAUDERDALE, FLORIDA 33330

ARTICLE VIII. AMENDMENTS

These Article of Incorporation may be amended in the manner provided by law.

ARTICLE IX. MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation. The power to adopt By-Laws is reserved to the shareholders and may take the form of a shareholder agreement.

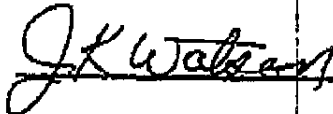
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ACCEPTANCE OF APPOINTMENT

The undersigned, designated registered agent in the foregoing Articles of Incorporation hereby accepts such appointment as registered agent, and states that he is familiar with and accepts the obligations provided for in Florida Statutes 607.0501.

IN WITNESS WHEREOF I have hereby set my hand and seal
this 7th day of July, 2000



J.K. WATSON

REGISTERED AGENT



C.R. BANTA

INCORPORATOR

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